



CHAPTER 107.

An Act to incorporate Pacific National Exhibition.

[Assented to 15th March, 1955.]

Preamble.

WHEREAS on the eighteenth day of June, 1908, The Vancouver Exhibition Association was incorporated as a society under the "Societies Act":

And whereas on the seventh day of February, 1946, the name of the said The Vancouver Exhibition Association was changed to Pacific National Exhibition:

And whereas a petition has been presented praying for an Act to incorporate a corporation with the objects, purposes, rights, powers, and privileges hereinafter set forth:

And whereas it is deemed expedient to grant the prayer of the said petition:

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Short title.

1. This Act may be cited as "Pacific National Exhibition Incorporation Act."

Interpretation.

2. In this Act, unless the context otherwise requires:—

"Board" means the Board of Directors of the Exhibition:

"By-law" means a by-law prescribing regulations for the Exhibition in accordance with the provisions of this Act and passed by the Board:

"Director" means a director of the Exhibition in any category:

"Document" includes notice, order, summons, and other legal process or registration:

"Exhibition" means the Pacific National Exhibition incorporated by this Act:

"Extraordinary resolution" means a resolution passed by a majority of not less than three-quarters of such members of the Exhibition who, being entitled to vote, attend at a general meeting of the Exhibition of which not less than six days' notice specifying the intention to propose a resolution as an extraordinary resolution has been duly given:

"General manager" means the general manager of the Exhibition appointed by the Board:

"Member" means a member of the Exhibition:

"Pacific National Exhibition 1908" means that society incorporated on the eighteenth day of June, 1908, as "The Vancouver Exhibition Association":

"Registrar" means the Registrar of Companies or other duly authorized person performing his duties:

"Secretary" means the secretary of the Exhibition appointed by the Board.

Creation of Pacific
National Exhibition.

3. John S. C. Moffitt, Wilfrid J. Borrie, Thomas R. Fyfe, G. Morton Ferguson, Mackenzie Bowell, John Dunsmuir, Harry M. King, and Douglas H. Collister and the several other persons, firms, and corporations on the date of the coming into force of this Act entered on the register of members of Pacific National Exhibition 1908, together with such other persons as shall hereafter become members, are hereby constituted a body politic and corporate without share capital under the name "Pacific National Exhibition," capable forthwith of exercising all the functions of a corporation, and having perpetual succession and a common seal, with the powers mentioned in this Act.

Head office

4. The head office of the Exhibition shall be in the City of Vancouver.

Objects.

Objects

5. The objects of the Exhibition are to encourage and promote the welfare of the agricultural and other industries of the country and matters having to do with civic improvement generally and other matters or things having a civic, national, patriotic, scientific, agricultural, artistic, educational, social, recreational, or sporting character, or any other object, except profit, useful or beneficial to the people generally, and to provide facilities for the same.

Powers.

Powers

6. (1) The Exhibition shall have power:—

(a) To hold or conduct agricultural fairs, exhibitions, expositions, displays, shows, and public presentations of all kinds, and, without limiting the generality of the foregoing, agricultural fairs, exhibitions, expositions, displays, shows, and public presentations involving the public showing or displaying of:—

- (i) Any and every variety of being and thing found in animal and vegetable life:
 - (ii) Any and every kind and variety of mineral:
 - (iii) Produce, wares, goods, merchandise, mechanical inventions, improvements, and processes of every nature, name, and kind:
 - (iv) Paintings, statuary, carvings, works of art, and the products and processes of hobbies, crafts, and workmanship of all kinds:
 - (v) Such other matters and things as will be in conformity with the objects and purposes of the Exhibition:
- (b) To promote or assist in the promotion of:—
- (i) Practical and scientific husbandry:
 - (ii) The improvement of the breed of horses, cattle, sheep, swine, goats, dogs, cats, poultry, and other farm, fur-bearing, and domestic animals:
 - (iii) 4-H and Future Farmers of Canada Clubs or groups and other comparable clubs or groups in any other phase of activity:
 - (iv) The development of the mineral, agricultural, fishing, forest, industrial, and other resources of the country and the trade and commerce of the country:
 - (v) The dissemination of knowledge concerning the geography, topography, history, resources, and affairs of the country by means of displays, lectures, radio, television, and other means of communication:
 - (vi) The cultivation of the beautiful and useful in nature, art, and living:
 - (vii) The developing and playing and staging of sports and sporting events of all kinds:
 - (viii) The holding of race-meetings involving the racing of horses, dogs, and (or) other animals, and of automobiles, bicycles, and (or) other mechanical devices, such race-meetings to be held with or without pari-mutuel betting in accordance with any other Act for the time being in force:
 - (ix) Any other enterprise, matter, or thing having a civic, national, patriotic, scientific, agricultural, artistic, educational, social, recreational, or sporting character:
- (c) To provide entertainment, amusement, and recreation to and for persons visiting its exhibitions and premises and to the public generally by means of music, shows, concerts, circuses, parades, performances, sporting events, carnivals, concessions, and other attractions, and to furnish food, drinks, refreshments, and services to such persons and the public generally:

- (d) For the purposes aforesaid to acquire, hold, and own by purchase, lease, gift, or otherwise real and personal property of every kind and description, and to repair and alter the same, and to improve the same by the construction of such buildings, offices, houses, structures, works, and improvements as are necessary or expedient, and to sell, mortgage, lease, or otherwise employ or dispose of the same: Provided, however, that in the case of the acquisition of any real property situate within the corporate limits of the City of Vancouver the same shall be acquired and registered in the name of the City of Vancouver and shall become the property of the said City of Vancouver to be made subject to a lease similar to those leases and (or) agreements relating to real property subsisting between the said City of Vancouver and Pacific National Exhibition 1908 immediately prior to the coming into force of this Act:
- (e) To grow, plant, raise, improve, cultivate, process, manufacture, and make animals, vegetables, fruits, flowers, or other matters and things required or useful in its exhibition:
- (f) To charge such entry, entrance, or admission fees as may be deemed proper in respect of the receiving for exhibition anything authorized hereunder; and to award, give, or pay to the exhibitors such prizes, medals, and honorary decorations as the Board may deem proper:
- (g) To let or lease stalls, stands, rooms, concession space and places in any of its buildings or structures or upon its ground or property and to grant licences for the use of any part or the whole of its buildings or structures or its grounds or property upon such terms and for such purposes as the Board may deem proper, all subject to the terms upon which such buildings, structures, grounds, or property are held.

(2) The Exhibition shall have as ancillary and incidental to the powers set forth in subsection (1) of this section the powers set forth in section 22 of the "Companies Act," except in so far as any such powers may be varied by or inconsistent with or repugnant to the objects and purposes of the Exhibition or the powers set forth in subsection (1) of this section, in which case the provisions of this Act shall prevail.

Membership.

Membership

7. Membership in the Exhibition shall consist of the following four classes:—

- (a) Honorary members: The Board may from time to time elect any person who in its opinion has rendered distinguished service to the Exhibition to be an honorary member of the

Exhibition. Honorary members shall have no vote by virtue of their honorary membership, but shall be entitled to and enjoy all other privileges of membership:

- (b) Life members: Any adult person resident in the Province of British Columbia, and any other adult person approved by the Board, shall be eligible for life membership in the Exhibition and shall be and become a life member upon making due application therefor in manner prescribed by the Board and upon payment of such fee or fees as shall from time to time be prescribed by the Board. The Board may also confer a life membership upon any person who has served for ten years or more as a director or upon any other person who in the opinion of the Board has rendered distinguished service to the Exhibition. A life member shall be entitled to all the privileges of membership for life:
- (c) Annual membership: Any adult person resident in the Province of British Columbia, and any other adult person approved by the Board, shall be eligible for membership in the Exhibition and shall be and become a member upon making due application therefor in manner prescribed by the Board and upon payment of such fee or fees as shall from time to time be prescribed by the Board. Such membership may be renewed from year to year upon payment of an annual fee in such sum as shall from time to time be prescribed by the Board. The annual fee payable for the renewal of such membership shall be due and payable on the first day of January in each year, and no person shall be considered a member in good standing who is in default in the payment of his annual membership fee for a period of six months. Applications for membership may be made and received at any time, but any such application received by the Exhibition after the fifteenth day of September in any year shall entitle the applicant to membership commencing only on the first day of January of the calendar year following the date of the receipt by the Exhibition of his application:
- (d) Business membership: Any firm or corporation having an office and doing business in the Province of British Columbia, and any other firm or corporation approved by the Board, shall be eligible for membership in the Exhibition and shall be and become a member upon making due application therefor in manner prescribed by the Board and upon payment of a fee or fees in such sum as shall from time to time be prescribed by the Board. A business membership shall be for a period of twelve years and may be renewed upon payment of such further fee as shall be prescribed by the Board

from time to time for further periods of twelve years each. A firm or corporation becoming a business member shall be entitled to name a representative to exercise the rights and enjoy the privileges of such membership and shall notify the Exhibition in writing the name and address of such representative and of any change in the identity of such representative during the continuance of its membership.

Board of Directors.

Board of Directors.

8. The business of the Exhibition shall be managed by a Board of Directors consisting of elective, advisory, and appointed directors as hereinafter provided:—

(a) Elective directors: Eighteen persons shall be elected from among the members to serve for a term of two years as elective directors on the Board and shall be elected in the manner hereinafter provided. Nine of such directors shall be elected in each year:

(b) Advisory directors:—

(i) Any person who shall have served as an elective and (or) appointed director of the Exhibition for fifteen years whether consecutively or not and who, upon attaining the age of sixty-five or any greater number of years, is serving as an elective director, shall, upon the expiration of the term of office for which he was last elected as an elective director, be and become an advisory director:

(ii) The members of the City Council of the City of Vancouver shall be advisory directors during the tenure of their office:

(iii) An advisory director shall not be eligible for election as an elective director, but shall otherwise enjoy all the rights and privileges of a director:

(c) Appointed directors: The elective and advisory directors shall appoint additional directors (to be known as "appointed directors") to such number as shall from time to time be fixed by by-law from among any of the members of the Exhibition or from among any other persons wherever resident. The City Council of the City of Vancouver shall have the right to nominate from among its board one of the persons to be appointed as aforesaid, and such person so nominated shall be one of such appointed directors. In the event that any person being so appointed as an appointed director is not at the time of his appointment a member, he shall within one month from the date of his appointment qualify himself as a director by becoming a member in one or another of the classes herein provided: Provided, however, that this clause

shall not apply to that person appointed as a member of the City Council of the City of Vancouver aforesaid. In making such appointments the Board shall, so far as the same is practicable, select such additional directors to be representative of the agricultural and other industries not already represented by the elective directors. Appointed directors shall serve until the first Monday in November following the date of their appointment.

Board of Governors.

Board of Governors.

9. (1) There shall be a Board of Governors which shall consist of the following persons who shall, by virtue of their office, be governors of the Exhibition during the tenure of office hereinafter named, that is to say: The Premier of the Province of British Columbia and the Ministers for the time being of the Government of the said Province; the Mayors of all cities in the Province of British Columbia; and the Reeves of all municipalities in the Province of British Columbia.

(2) The Board may from time to time designate the holder of such other public or semi-public office as a governor by virtue of such office and shall further have power to appoint other governors from such persons or to be representative of such places or kindred societies as it shall select.

(3) The Board of Governors shall have such duties and discharge such functions as the Board may from time to time prescribe by by-law and shall from time to time meet with the Board and receive reports respecting the affairs of the Exhibition and render such advice and service to the Board and to the Exhibition relative to the affairs of the Exhibition as shall be appropriate. A governor shall have all the privileges of membership in the Exhibition whether he be a member or not.

10. The Board shall have power from time to time to appoint any person to be an honorary life president or an honorary president or an honorary vice-president of the Exhibition, and such appointment shall confer upon such person all the rights and privileges of a governor.

Election of Directors.

Date of election.

11. An election of elective directors shall take place annually on the first Monday in November in each year.

Nomination.

12. No person shall be eligible for election as an elective director unless he is a member and is qualified to vote at that election and is nominated in writing by two or more members and has consented in writing to his nomination, such nomination and consent to be deposited with the secretary on or before the seventh day of October in the year in which the election is held. If the number of persons nominated as candidates is not greater than the number of elective directors to be

elected, those persons shall be elected as the elective directors. If the number of persons nominated as candidates is greater than the number of directors to be elected, then a list of the persons so nominated shall be forwarded by the secretary or other person designated by the Board to every member entitled to vote at the election, and such list shall be in the form of a ballot for the purpose of enabling the members to indicate their choices for elective directors from among the persons so nominated.

Board may make
by-laws.

13. The Board shall from time to time by by-law prescribe the nature of the list and ballot referred to in section 12 and the instructions to be given to the members in the casting of their votes and the manner in which such ballots shall be returned for the counting thereof and for the counting of such ballots, and may make such further rules as they consider expedient not inconsistent with this Act for regulating the procedure relating to the election of elective directors.

Returning Officer, etc.

14. The Board shall appoint a Returning Officer and two persons to act as scrutineers at the election. In case any scrutineer is absent during the scrutiny, the other scrutineer and the Returning Officer may, nevertheless, proceed therewith. Any person entitled to vote at any election of directors shall be entitled to be present at the opening and scrutiny of the ballots.

Counting of ballots.

15. The ballots shall be opened on the election date in the presence of the Returning Officer and the scrutineers, who shall scrutinize and count the same and who shall keep a record of the counting in a proper book to be provided by the Exhibition.

Cases of equality
of votes.

16. In case of an equality of votes between two or more persons which leaves the election of one or more of such persons undecided, the Returning Officer and scrutineers shall forthwith put into a ballot-box one paper for each person whose election is undecided and having the name of that person written thereon, and the Returning Officer shall draw from such ballot-box in the presence of the scrutineers and other persons entitled to be present one or more of such papers sufficient to make up the required number of elective directors, and the persons whose names are upon the papers so drawn shall be elective directors.

Declaration of
result of election.

17. Upon the completion of the scrutiny, the Returning Officer, together with the scrutineers, shall make a declaration (herein known as the "declaration of the poll") in writing addressed to the Exhibition of those nine persons securing the highest number of votes and as being duly elected as elective directors.

In case insufficient
number elected,
or vacancy.

18. In case of failure in any instance to elect the requisite number of elective directors according to the provisions of this Act, or in case

of any vacancy caused by the death or resignation of any elective director or by any other cause, the Board may appoint to the vacant place any person eligible to be an elective director as such director, and the person so appointed shall hold office for the period or the residue of the period for which the other elective director should or would have been or has been elected.

Powers and Duties of the Board.

Property to be under
control of Board.

Board to make
by-laws.

19. The funds and property of the Exhibition shall be under the control of the Board. The Board shall have the duty to carry out the objects and purposes of the Exhibition, and may exercise all such powers of the Exhibition as are not by this Act required to be exercised by the members, and may make by-laws, rules, and regulations not inconsistent with this Act for the following purposes:—

- (a) The holding of annual or periodic exhibitions, fairs, or public presentations and displays, and matters relating thereto:
- (b) The fixing of the time for the annual meeting of the Exhibition and the calling of general, extraordinary, and other meetings, and the regulation of the proceedings at such meetings and at meetings of the Board, or of the Executive or of any committee:
- (c) The fixing of the annual or other fees to be paid by the members in the various classes:
- (d) The prescribing of the duties of the Executive, of the officers, and of any committee established by it:
- (e) The appointment of such standing and other committees as may be necessary or expedient for the discharge and management of the objects and purposes of the Exhibition:
- (f) The custody and use of the seal of the Exhibition:
- (g) Such other matters and things as shall be requisite or expedient in the conduct of the affairs of the Exhibition or any board, committee, or agency thereof.

Officers and Executive.

Officers and Executive

20. The elective and advisory directors shall within two weeks after the declaration of the poll convene a meeting at which the first business shall be that of electing from among the members of the Board the executive officers of the Exhibition who together shall constitute and be known as the "Executive of the Board." Such officers shall consist in a president, two vice-presidents, and an honorary treasurer. No business shall be transacted by the elective and advisory directors until they shall have completed the election of such executive officers. The immediate past president shall ex officio be a member of the Executive for one year following the term of his office as president and, so long as he shall continue to be a director, he shall continue to be an ex

officio member of the Executive for so long as he is in fact the immediate past president.

21. No person shall be eligible for election or appointment to the office of president for more than three consecutive years, but after the lapse of one year shall again be eligible to such office. No person shall be eligible for election or appointment to the office of vice-president for more than two consecutive years, but after the lapse of one year shall again be eligible to such office.

Meetings.

Annual and
other meetings.

22. (1) An annual general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding annual general meeting) and place as may be prescribed by the Board. The annual general meetings shall be called "ordinary meetings"; all other general meetings shall be called "special." The Board may, whenever it thinks fit, convene a special general meeting.

Requisition for
a meeting.

(2) The Board shall on the requisition of twenty or more members in good standing forthwith proceed duly to convene a special general meeting. The requisition shall state the object of the meeting and must be signed by the requisitionists and be deposited in the office of the Exhibition and may consist of several documents in like form signed by one or more of the requisitionists. If the Board does not within twenty-one days from the date of the deposit of the requisition proceed to convene such meeting, the requisitionists may then themselves convene such a meeting, providing that the same shall be held within three months from the date of the deposit of the requisition. A meeting convened by the requisitionists shall be convened, as nearly as may be, in the same manner as that in which meetings are to be convened by the Board.

Notice of meetings

23 Not less than six days' notice of ordinary or special general meetings specifying the place, the day, and the hour of the meeting, and in the case of a special general meeting, the general nature of the business to be transacted thereat, shall be given to all members; but the non-receipt of a notice by any member shall not invalidate the proceedings at any such meeting. Twenty members in good standing shall constitute a quorum at any ordinary or special meeting.

Borrowing.

Borrowing power.

24. For the purpose of carrying out its objects, the Exhibition shall have power to borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of bonds or debentures secured in whole or in part upon its undertakings, proper-

ties, and assets: Provided that bonds or debentures shall not be issued without the sanction of an extraordinary resolution and without the sanction of a resolution of the Council of the City of Vancouver; and provided further that the City of Vancouver shall have a first charge upon the assets and receipts of the Exhibition as security for the repayment of any indebtedness or obligation owing by the Exhibition to the said city.

Application of certain Acts.

"Companies Clauses Act" not to apply.

25. The provision of the "Companies Clauses Act" shall not apply to this Act.

"Companies Act."

26. (1) The following sections of the "Companies Act" shall apply mutatis mutandis to the Exhibition, except in so far as any of them are varied by or inconsistent with or repugnant to the provisions of this Act, in which case the provisions of this Act shall prevail to the extent of such variation, inconsistency, or repugnancy: Sections 11, 12, 15, 97, 98, 99, 106 to 112, 150 to 154, 159, and 161.

(2) The following sections of the "Companies Act" mentioned in section 5 (2) thereof shall not apply to the Exhibition, and the Exhibition is expressly exempted from the provisions thereof: Sections 7 to 10, 13, 14, 16, 17, 24, 26, 27, 58 to 64, 73 to 75, 77 to 95, 100 to 105, 113 to 115, 122 to 126, 128 to 146, 149, 155 to 158, 162, 163, 165 to 170, and 214 to 266.

"Societies Act."

27. The following sections of the "Societies Act" shall apply mutatis mutandis to the Exhibition, except in so far as any of them are varied by or inconsistent with or repugnant to the provisions of this Act, in which case the provisions of this Act shall prevail to the extent of such variation, inconsistency, or repugnancy: Sections 5, 6, 9 (1), 30, 31, 33 to 36, 40, 41, 54, and 55.

Succession to Members, Directors, Assets and Liabilities.

Continuation of membership.

28. All persons, firms, and corporations who on the date of the coming into force of this Act are members of Pacific National Exhibition 1908 shall, without further act, be members of the Exhibition in the same classes and for the same term as if their membership were continued in the said Pacific National Exhibition 1908.

Directors to continue

29. (1) The following persons shall be elective directors of the Exhibition and shall serve until the first Monday in November in the year 1955: Mackenzie Bowell, John Dunsmuir, Frank Hemming Elphicke, George Morton Ferguson, John Jacob Grauer, Charles William Jaggs, Harry Maxwell King, John St. Clair Crymble Moffitt, and George Samuel Powell.

(2) The following persons shall be elective directors of the Exhibition and shall serve until the first Monday in November in the year 1956: Matthew Lyle Barr, Dr. John Coulter Berry, Wilfrid John Borrie, Joseph Frederick Brown, Douglas Harold Collister, Thomas Robertson Fyfe, Albert Mason James, Charles William Leek, and Harry Wellington Mulholland.

(3) The following persons shall be appointed directors of the Exhibition and shall serve until the first Monday in November in the year 1955: James Jeremiah Behan, Orval Charles Cook, Hedley Frank Fairbank, Ralph Gram, James Campbell Hackney, William Manson, William Hector Pym, Harold Alexander Renwick, Thomas Somerville, Thomas Albert Steeves, Edna Lillian Quinn, and Thomas Frederick Orr.

(4) The following persons shall be advisory directors of the Exhibition: Charles Nelson Oldfield and Percy Homer Moore.

Assets and
liabilities to vest.

30. All the property, real and personal, and whether in possession or in action, including the benefits under any contract, lease, or agreement whatsoever of Pacific National Exhibition 1908 are hereby transferred to and vested in the Exhibition, and all the debts, liabilities, obligations, and covenants of Pacific National Exhibition 1908 shall be assumed, paid, discharged, and performed by the Exhibition: Provided, however, that nothing in this Act shall affect, prejudice, or impair any covenant, condition, or stipulation contained in any contract, lease, or agreement between the City of Vancouver and the said Pacific National Exhibition 1908.

Miscellaneous.

First account

31. The Exhibition may, in the making-up of its first account of income and expenditure for submission to its annual meeting, incorporate therein all items of income and expenditure received or incurred by Pacific National Exhibition 1908 since the first day of October, 1954, and may consolidate the same with its own income and expenditure for the remainder of the period covered by such account as though the whole of the income and expenditure from the first day of October, 1954, to the end of such period were the income and expenditure of the Exhibition.

Membership, etc., in
P.N.E. 1908 deemed
membership, etc., in
Exhibition.

32. For all purposes of this Act, membership in or service as a director or officer of Pacific National Exhibition 1908 shall be deemed to be or have been membership in or service as a director or officer of the Exhibition.

Disposal of surplus
assets on winding up.

33. In the event of the dissolution or winding-up of the Exhibition, and of its having assets in excess of its liabilities, no member of the

Exhibition of whatever class shall have any right to any such excess assets or to share therein, and all of such excess assets shall be paid by the liquidator in such winding-up to the City of Vancouver.

Dissolution of Pacific
National Exhibition
1908.

34. Notwithstanding anything in the "Societies Act" or in any other Act to the contrary, Pacific National Exhibition 1908 is dissolved.

VICTORIA, B.C.

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